

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	
	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

JOINT STIPULATION AND AGREED ORDER DISALLOWING AND EXPUNGING
PROOF OF CLAIM NUMBER 16807
(GEORGIA POWER COMPANY)

Delphi Corporation and certain of its subsidiaries and affiliates, including Delphi Automotive Systems, LLC ("DAS LLC"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Georgia Power Company ("Georgia Power") respectfully submit this Joint Stipulation And Agreed Order Disallowing And Expunging Proof Of Claim Number 16807 (the "Joint Stipulation") and agree and state as follows:

WHEREAS, on July 30, 1996, Georgia Power entered into a contract, identified as the Master Contract for Electric Power Service (the "Master Contract"), with DAS LLC.

WHEREAS, on October 8, 2005 (the "Petition Date"), the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended (the "Bankruptcy Code"), in this Court.

WHEREAS, on April 12, 2006, this Court entered the Order Under 11 U.S.C. §§ 107(b), 501, 502, And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206) (the "Bar Date Order"), establishing the later of (i) July 31, 2006 or (ii) 30 calendar days after the effective date of such rejection or such other date as fixed by the Court in an order authorizing such rejection (the "Rejection Bar Date") as the bar date for filing rejection damages proofs of claim against the Debtors.

WHEREAS, on February 22, 2008, Georgia Power filed proof of claim number 16807 (the "Proof of Claim") against DAS LLC, asserting a protective rejection damages claim in the amount of \$640,344.63 (the "Claim") arising from services provided under the Master Contract.

WHEREAS, on June 27, 2008, the Debtors objected to the Proof of Claim pursuant to the Debtors' Thirtieth Omnibus Objection Pursuant To 11 U.S.C. § 502(b) And Fed.

R. Bankr. P. 3007 To Certain (A) Amended Claims, (B) Equity Claims, (C) Untimely Insufficiently Documented Claim, (D) Books And Records Claims, (E) Untimely Claims, And (F) Claims Subject To Modification (Docket No. 13823) (the "Thirtieth Omnibus Claims Objection").

WHEREAS, to resolve the Thirtieth Omnibus Claims Objection with respect to the Claim, DAS LLC and Georgia Power entered into this Joint Stipulation.

WHEREAS, pursuant to the Joint Stipulation, DAS LLC and Georgia Power acknowledge and agree that the Proof of Claim shall be disallowed and expunged with prejudice as a protective claim, subject to the rights of the Debtors and Georgia Power set forth in paragraph 1 of this Joint Stipulation.

WHEREAS, DAS LLC is authorized to enter into this Joint Stipulation either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, the Debtors and Georgia Power stipulate and agree as follows:

1. The Proof of Claim shall be disallowed and expunged with prejudice as a protective claim; provided, however, that such disallowance shall be without prejudice as to Georgia Power's right, as provided for in the Bar Date Order, to file a rejection damages claim on or before the Rejection Bar Date in the event that the Debtors reject the Master Contract and the rights of the Debtors, and other parties-in-interests to contest the same, are reserved, and nothing in this Joint Stipulation constitutes or should be construed to waive those or any other rights.

2. The Debtors shall withdraw the Thirtieth Omnibus Claims Objection with respect to the Proof of Claim.

3. The Court shall retain jurisdiction to resolve any dispute concerning this Joint Stipulation.

So Ordered in New York, New York, this 7th day of August, 2008

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Paul Deutch

Paul Deutch
TROUTMAN SANDERS LLP
600 Peachtree Street, NE
Suite 5200
Atlanta, GA 30308-2216
(404) 885-3668

Attorneys for Georgia Power Company

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession